

=====

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15 (d) of
the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported):
December 8, 1995

TEXACO INC.
(Exact name of registrant as specified in its charter)

| | | |
|---|-------------------------------------|--|
| Delaware (State or other jurisdiction of incorporation) | 1-27 (Commission File Number) | 74-1383447 (I.R.S. Employer Identification Number) |
|---|-------------------------------------|--|

| | |
|--|---------------------|
| 2000 Westchester Avenue, White Plains, New York (Address of principal executive offices) | 10650 (Zip Code) |
|--|---------------------|

(914) 253-4000

(Registrant's telephone number, including area code)

=====

Item 5. Other Events

1. On December 8, 1995, the Registrant announced that it will adopt Statement of Financial Accounting Standards (SFAS) 121, "Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets to Be Disposed Of" during the fourth quarter of this year. This new standard must be adopted by all companies no later than 1996. The application of this standard will result in a non-cash after-tax charge of approximately \$640 million against fourth quarter 1995 earnings.

Also, in accordance with SFAS 121, operating results for the first three quarters of 1995 will be restated to comply with the provisions of this standard regarding assets "to be disposed of." Write-downs of non-core producing properties, being held for sale at January 1, 1995, will be reclassified on the income statement as a cumulative effect of an accounting change. These write-downs had previously been offset against overall gains from U. S. producing property sales, which were reported in Texaco's operating earnings for the first quarter of 1995.

In this connection, on December 8, 1995, the Registrant issued a press release entitled "Texaco to Adopt Required Accounting Change in Fourth Quarter of 1995", a copy of which is attached hereto as Exhibit 99.1 and made a part of hereof.

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits

(c) Exhibits

99.1 Copy of press release issued by Texaco Inc. dated December 8, 1995,
entitled "Texaco to Adopt Required Accounting Change in Fourth
Quarter of 1995."

FDeB:bbm
PR8kdec8.doc

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

TEXACO INC.

(Registrant)

By: R. E. Koch

(Assistant Secretary)

Date: December 11, 1995

TEXACO TO ADOPT REQUIRED ACCOUNTING CHANGE

IN FOURTH QUARTER OF 1995
-----SFAS 121 Results In Asset Impairment
-----FOR RELEASE: FRIDAY, DECEMBER 8, 1995.

WHITE PLAINS, N.Y., Dec. 8 - Texaco Inc. announced today that it will adopt Statement of Financial Accounting Standards (SFAS) 121, "Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets to Be Disposed Of" during the fourth quarter of this year. This new standard must be adopted by all companies no later than 1996. For Texaco, application of this standard will result in a non-cash after-tax charge of approximately \$640 million against fourth quarter 1995 earnings.

SFAS 121 requires that assets held for use be tested for impairment on bases such as by individual producing fields -- a narrower basis than past practice. If the undiscounted future cash flows are less than the net book value, the asset is defined as impaired.

Approximately 75 percent of the fourth quarter charge being taken by Texaco reflects the write-down of certain producing properties in the United States. An example is the producing field impairment at the offshore California Harvest Platform and related facilities where a history of unanticipated permit modifications and delays and other environmental requirements significantly reduced the value of the assets. The remaining 25 percent of the charge to earnings primarily relates to the write-down of certain non-core assets, which are slated for disposition under Texaco's plan for growth.

Also, in accordance with SFAS 121, operating results for the first three quarters of 1995 will be restated to comply with the provisions of this standard regarding assets "to be disposed of." Write-downs of non-core producing properties, being held for sale at January 1, 1995, will be reclassified on the income statement as a cumulative effect of an accounting change. These write-downs had previously been offset against overall gains from U.S. producing property sales, which were reported in Texaco's operating earnings for the first quarter of 1995.

- xxx -

CONTACTS: David J. Dickson 914-253-4128
Yorick P. Fonseca 914-253-7034